

FRIENDS OF UNIVERSITY OF GUELPH, INC.

BY-LAW No. 1

A by-law relating generally to the transaction of the business and affairs of the Friends of University of Guelph.

BE IT ENACTED as a by-law of the Friends of University of Guelph as follows:

ARTICLE I

PRINCIPAL OFFICE AND REGISTERED AGENT

- A. The principal office of the Friends of University of Guelph, a nonprofit corporation, incorporated under the laws of the District of Columbia, shall be in the District of Columbia.
- B. The Friends of University of Guelph, hereinafter referred to as the Corporation, may have such other office or offices at such suitable place or places within or without the District of Columbia as may be designated from time to time by the Board of Directors of the Corporation.
- C. The Corporation shall have and continuously maintain a registered office in the District of Columbia and the Board of Directors of the Corporation shall appoint and continuously maintain in service a registered agent, having a business office identical with the registered office, who shall be an individual resident of the District of Columbia or a corporation, whether for profit or not for profit.

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized and operated are, subject to the limitations of Article XIII, hereof, to solicit and collect funds and contributions and to receive by gift, deed, legacy, bequest or devise, or otherwise to acquire, money and property of every kind and description; to administer the same, both as to principal and income; to make contributions from such principal and income toward the charitable, scientific, educational, literary and/or religious purposes of the University of Guelph, Guelph, Ontario, Canada, and its constituent colleges (including but not limited to its founding colleges, namely, Ontario Veterinary College, Ontario Agricultural College, and College of Family and Consumer Studies, successor to Macdonald Institute); to provide scholarships and fellowships (primarily but not limited to United States and Canadian citizens and residents) to students at the University of Guelph; to provide scholarships and fellowships (primarily but not limited to graduates of the University of Guelph) at United States institutions; to provide aid and support for specific projects by the Corporation at the University of Guelph, such as by the purchase of equipment for a laboratory, library or like teaching facility or by the award of a grant for the purpose of aiding a distinguished scholar to teach at the University of Guelph; and to engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Corporation.

All such scholarships or fellowships will be awarded on the basis of merit and/or need and the availability of such scholarships or fellowships will be made know to the administrators of the University of Guelph.

The Corporation is organized and operated exclusively for charitable, educational, religious, scientific and literary purposes within the meaning of Sections 170(c) (2) (B), 501 (c) (3), 2055 (a) (2) or 2522 (a) (2) of the Internal Revenue Code of 1954.

ARTICLE III

MEMBERSHIP

- A. Membership Designations. Membership in the Corporation shall be available to any individual, firm, organization, or corporation, upon meeting the requirements of the appropriate class of membership as set forth in Article III B, hereof.
- B. Classes of Membership. The classes of membership in the Corporation are as follows:
- (1) Voting Members
Members having the right to vote as respects the affairs of the Corporation are the following:
- (b) Any regular member (as defined in Article III B, (2), hereof who or which contributes to the Corporation an amount of or having the value of not less than \$25.00 during each fiscal year of the Corporation.
- (c) The incorporators and the initial directors of the Corporation.
- (d) The directors of the Corporation during their term of office.
- (e) The individuals holding the following offices at the University of Guelph or their successors to such offices.
- (i) President and Vice-Chancellor;
- (ii) Director of Alumni Affairs and Development;
- (iii) Assistant Director for Development;
- (iv) Assistant Director, Alumni Programs; and
- (v) Development Officer
- (2) Nonvoting Members
Other members of the Corporation shall be denominated regular members and shall be the following:
- (a) All members of the University of Guelph Alumni Association who are resident in the United States or a possession of the United States.
- (b) Such other individuals, and any firm, organization or corporation admitted to such membership upon approval of the Board of Directors.
- C. The Board of Directors in its discretion may, in accordance with Article XIV, hereof, modify or otherwise change the foregoing classes of memberships and membership requirements, including contribution requirements, thereof.

D. Cessation of Voting Membership

Any voting member who, during any fiscal year of the Corporation shall fail to make the requisite minimum contribution to the Corporation which is required for such membership shall, at the expiration of such fiscal year, automatically cease to be such a member of the Corporation but may be reinstated as such a member by paying the requisite minimum contribution as stated in Article III (1) (a) hereof.

E. Resignation of Members

Any member of the Corporation may withdraw from such membership at any time by giving written notice thereof to the Secretary.

F. Revocation or Termination of Membership

Any member of the Corporation may have such membership revoked or terminated by affirmative vote of the Board of Directors, whenever in the Board's judgment the best interest of the Corporation would thereby be served or whenever such member loses eligibility for such membership under the criteria as stated in Article III B, hereof.

G. Reinstatement

Any member of the Corporation, the membership of which has been revoked or terminated under Article III F, hereof, may be reinstated to membership by action of the Board of Directors, whenever in the Board's judgment the best interests of the Corporation would thereby be served.

H. Members of the Corporation shall not be subject to assessment or levy of any kind or to any charges whatever other than the requisite amount of contributions, and payment thereof shall not be enforceable other than by forfeiture of membership.

I. Members of the Corporation described in Article III B, (1), hereof, shall not be entitled to vote on any matters or for any purpose in connection with the affairs of the Corporation except as provided in these bylaws and as required by applicable law.

ARTICLE IV

MEETINGS OF MEMBERS

A. Annual Meeting

An annual meeting of the voting membership of the Corporation shall be held, within or without the District of Columbia, for the purpose of transacting any and all business that may be brought before the meeting

B. Location of Meeting

The Board of Directors of the Corporation shall decide the location and time of the annual meeting.

C. Notice of Meeting

Written or printed notice, stating the time, day and place of the annual meeting, shall be delivered to all members not less than ten nor more than fifty days prior to the date of the meeting. Such notice may be made by publishing the same in the official alumni publication of the University of Guelph and mailing a copy to each member. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letter box. For the purposes of sending

any notice the address of any member, director or officer shall be his last known address as recorded on the books of the corporation.

D. Special Meetings

Special meetings of the voting membership of the Corporation may be called by the Board of Directors. Special meetings of the voting membership of the Corporation may be called by the President, following receipt of a petition requesting such meeting be signed by at least ten voting members. Notice of such meetings, stating the time, day and place of said meeting and the purpose or purposes for which the meeting is called, shall be delivered to the membership not less than ten nor more than fifty days prior to the meeting date as set forth in Article IV C hereof.

E. Quorum

The presence of ten voting members of the Corporation shall constitute a quorum for the transaction of business of the Corporation at any annual or special meeting.

F. Procedure and Order of Business

Parliamentary rules, as stated in Robert's Rules of Order, shall govern the procedure of the meetings of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

A. General Authority

There shall be a Board of Directors of the Corporation which shall manage the business, property and affairs of the Corporation. In the management of the business, property and affairs of the Corporation, the Board of Directors shall be vested with all powers possessed by the Corporation itself, including the power to appoint and remunerate agents and employees, insofar as such delegation of authority is not inconsistent with or repugnant to the laws of the District of Columbia or any other applicable laws, the Corporation's articles of incorporation, or its by-laws or any amendments to them. Without in any way derogating from the foregoing the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

B. Members

The Board of Directors of the Corporation shall be composed of eight members, and ex-officio the Director of Alumni Affairs and Development and the Assistant Director for Development of the University of Guelph.

C. Officers of the Board

The President and Secretary of the Corporation shall be chairman and secretary, respectively, of the Board of Directors.

D. Elections

The members of the Board of Directors shall be elected by a majority of the affirmative votes cast by the voting membership voting at the annual meeting at which the Directors are elected.

- E. Terms of Office
Each Director of the Corporation shall serve for a term of one year and shall be eligible for successive terms.
- F. Vacancies
Vacancies occurring during the term of office of a Director (other than an ex-officio director) may be filled by the Board of Directors. An individual filling such a vacated position shall serve only until the time of the regular election of the Board of Directors of the Corporation. If the number of directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.
- G. Meetings; Notice
There shall be an annual meeting of the Board of Directors of the Corporation at such place as the Board may determine. Written or printed notice, stating the time, day and place of each meeting, shall be delivered to each member of the Board at least ten days prior to the day of the meeting. Attendance by a Director at a meeting shall constitute waiver of notice of the meeting, excepting such attendance solely for the purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called or convened. Annual and other meetings of the Board may be called by the President, Vice-President, Executive Vice-President, Secretary by direction of any of the foregoing, or Secretary by direction of any two Directors.
- H. Quorum Voting
At all meetings of the Board of Directors, three members present shall constitute a quorum. Each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformance with the quorum requirements, by a mail ballot of the voting members of the Board. Questions arising at any meeting of the Board, or any committee thereof shall be decided by a majority of votes cast. In the case of an equality of votes, the chairman of the meeting, in addition to his original vote, shall have a second or casting vote.
- I. Consent of Directors in Lieu of Meeting
Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or committee, and such written consent is filed with the minutes of proceedings of the Board or committee.
- J. Presumption of Assent
A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favour of such action.

K. Waiver of Notice

Whenever any notice is required to be given to any director of the Corporation under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

L. Specific Powers and Duties

- (1) The Board of Directors shall designate the trust company or trust companies, the bank or banks, or the savings and loan association or associations, in which shall be deposited the money or securities of the Corporation; and authorize the investment of the funds of the Corporation.
- (2) The Board shall rule on any questions of policy which arise between annual meetings.
- (3) The Board shall authorize expenditures from the Corporation's treasury during the interim between annual meetings of the Corporation.
- (4) The Chairman of the Board, subject to the approval of the Board, shall have the authority to appoint such committees from the membership of the Board to expedite its work. Such committees may be voted authority by a majority of the Board to act for the Board as a whole, and any action taken shall be reported to the Board.

ARTICLE VI

EXECUTIVE COMMITTEE

The Board of Directors of the Corporation by resolution may appoint an Executive Committee consisting of at least the President, Vice-President, Executive Vice-President, Secretary, and Treasurer of the Corporation. Any other member of the Board of Directors shall be eligible for membership on the Executive Committee, by appointment by resolution by a majority of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the Corporation to the extent provided in the resolution, and shall advise the board and make policy interpretations on behalf of the Board as the Board by resolution may so provide.

ARTICLE VII

OFFICERS

A. Enumeration of Officers

The officers of the Corporation shall consist of a President, a Vice-President, an Executive Vice-President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, and may include such other officers as may be deemed necessary.

B. Officeholder Combinations

Any two or more offices of the Corporation may be held by the same person, except the offices of President and Secretary.

C. Election of Officers

The officers of the Corporation shall be elected by a majority of the affirmative votes cast by the members of the Board of Directors voting at the annual meeting at which such officers are elected.

D. Term of Office

The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office until their successors are elected.

E. Vacancies

Vacancies occurring during the term of office of an officer of the Corporation (other than the Executive Vice-President) shall be filled by the Board of Directors of the Corporation. The individual filling such a vacated position shall serve only until the time of the immediately subsequent annual election of the Corporation's officers.

F. President

(1) Powers and Duties

The President of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of President of a corporation, including but not limited to being the chief executive officer of the Corporation, preparation of the agenda for the annual meeting at which he presides, and having general knowledge of and responsibility for supervision of the business of the Corporation. Notwithstanding the foregoing, the President of the Corporation shall have the following specific powers and duties:

- (a) He shall be a member of and the chairman of the Board of Directors, and shall prepare the agenda for the meetings of the Board.
- (b) He shall preside over the meetings of the Corporation's membership and the meetings of the Board of Directors.

(2) The President shall also perform such other duties as the Board of Directors may from time to time designate.

G. Vice-President

The Vice-President of the Corporation shall perform such duties as the President or the Board of Directors may from time to time designate and shall exercise the powers and authority of the President in the event of the absence or inability of the President.

H. Executive Vice-President

The Executive Vice-President of the Corporation who shall be ex-officio the Director of Alumni Affairs and Development of the University of Guelph, shall have administrative supervision of the affairs of the Corporation including the administration of the budget and shall carry out such plans and policies as the Board of Directors and/or the Executive Committee (if any) shall direct. He shall perform such other duties as the President of the Board of Directors may from time to time designate and shall exercise the powers and authority of the Vice-President in the event of the absence or inability of the Vice-President.

I. Secretary

1. The Secretary of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of

secretary of a corporation including the following duties and responsibilities:

- (a) He shall attend all meetings of the Board of Directors and the annual membership meeting, and be responsible for keeping, preserving in books of the Corporation and distributing true minutes of the proceedings of all such meetings.
- (b) He shall be responsible for disseminating the agenda and supporting material in advance of meetings of the Corporation's membership and the meetings of the Board of Directors, and for giving the requisite notice of such meetings.
- (c) He shall serve as secretary of the Board of Directors/
- (d) He shall maintain the official membership roster of the Corporation including those individuals authorized to represent members which are other than natural persons.

2. The Secretary shall perform such other duties as the Board of Directors may from time to time designate.

J. Assistant Secretary

The Assistant Secretary of the Corporation shall perform such duties as the Board of Directors and/or the Secretary may from time to time designate and shall exercise the powers and authority of the Secretary in the event of the absence or inability of the Secretary.

K. Treasurer

1. The Treasurer of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of treasurer of a corporation, including the following duties and responsibilities:

- (a) He shall collect all dues and money owing the Corporation.
- (b) He shall dispense funds upon authorization of the Board of Directors.
- (c) He shall have custody of all funds of the Corporation and may be bonded as directed by the Board of Directors.
- (d) He shall be responsible for developing and reviewing the fiscal policies of the Corporation.
- (e) He shall see that the accounts of the Corporation are audited annually.

2. The Treasurer shall also perform such other duties as the Board of Directors may from time to time designate.

L. Assistant Treasurer

The Assistant Treasurer of the Corporation shall perform such duties as the Board of Directors and/or the Treasurer may from time to time designate and shall exercise the powers and authority of the Treasurer in the event of the absence or inability of the Treasurer.

M. Honorary President

The Honorary President of the Corporation shall be the President and Vice-Chancellor of the University of Guelph.

N. Authorization

The President, Vice-President, Executive Vice-President, Secretary, Treasurer, or other individuals authorized by the Board of Directors shall have the power to sign all certificates, contracts and other instruments and documents relating to the business of the Corporation.

ARTICLE VIII

FINANCE

At each annual meeting of the Corporation's membership, in addition to any other business that may be transacted, the Board of Directors shall present a report on the activities of the Corporation and a statement of financial condition of the Corporation and shall report on financial operations of the preceding year and financial plans for the succeeding year. The Board shall also report on the election of officers and the auditors appointed for the forthcoming year. No financial obligations shall be incurred by any officer or committee except as authorized or approved by the Board of Directors. The fiscal year of the Corporation shall commence on February 1 and conclude on January 31.

ARTICLE IX

ANNUAL REPORTS

The Secretary of the Corporation shall cause to be prepared and timely filed such annual reports and returns as are required by law, including an annual report with the appropriate agency of the District of Columbia government, in the prescribed form. This annual report shall be executed on behalf of the Corporation by its President and shall be verified on behalf of the Corporation by its Secretary.

ARTICLE X

SHARES OF STOCK, DIVIDENDS AND CERTAIN LOANS PROHIBITED

The Corporation shall not authorize or issue shares of stock, nor pay any dividends to its members, members of the Board of Directors, or its officers, nor make any loans to the members of the Board of Directors or its officers. The members of the Corporation shall have no property rights in the assets or properties of the Corporation other than as may arise pursuant to Article XI, hereof.

ARTICLE XI

DISSOLUTION OR FINAL LIQUIDATION

Upon any dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the Corporation (including provision of a reasonable separation pay for the Corporation's employees), distribute all of the assets of the Corporation to one or more organizations having similar aims and objects as the Corporation shall qualify as organizations exempt from federal income tax under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c) (3) of such Code, which are not private foundations as defined in Section 509 (a) of such Code and which have operated as public charities within the meaning of Section 507 (b) of such Code for the continuous period of at least sixty (60)

calendar months as required therein; provided that such organizations shall be limited to corporations, trusts or community chests, funds or foundations which are created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia or any possession of the United States.

ARTICLE XII

INSPECTION OF BOOKS AND RECORDS

All books and records of the Corporation may be inspected by any member of the Corporation through its duly authorized agent or attorney, for any purpose at any reasonable time.

ARTICLE XIII

LIMITATION ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operating for profit, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II, thereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision in these bylaws or in the Corporation's articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on.

- (a) By an organization exempt from federal income tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3) of such Code,
- (b) By an organization described in Section 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1954, or
- (c) By an organization described in Sections 170 (c) (2), 2055 (a) (2), or 2522 (a) (2) of the Internal Revenue Code.

ARTICLE XIV

AMENDMENTS

By-laws of the Corporation may be enacted or amended at any time by a vote of a majority of the members of the Board of Directors of the Corporation attending an annual meeting or a special meeting called for said purpose, provided a written notice of any proposed change in the by-laws shall be sent to such members in accordance with Article IV C and D, hereof, prior to the annual or special meeting at which the proposed by-law or change is to be considered. If no such notice of the proposed by-law or amendment has been given, as hereinabove specified, then the proposed by-law or amendment may be enacted only by the unanimous vote of the members present at said meeting. A new by-law or amendments to a previous by-

law shall be subject to ratification at the next immediately subsequent meeting of the voting membership with full force and effect in the interim.

ARTICLE XV

VOTING

Voting on all matters, including the election of directors and officers and the enactment or amendment of by-laws may be conducted by mail. In the event of a submission of a proposal for voting by mail, the validated vote of a majority of the voting members or majority of the Board (as the case may be) responding thereto shall be the act of the Corporation of the Board, respectively. The Board shall set a closing date for receiving validated ballots but in no case shall the dates be less than thirty days from the date of the mailing of said ballots.

ARTICLE XVI

SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE XVII

EMBLEM

The coat of arms of the University of Guelph when used in conjunction with the name of the Corporation shall be the official emblem of the Corporation.

ARTICLE XVIII

References herein to sections of the Internal Revenue Code of 1954 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue laws.

ARTICLE XXIV

Herein, and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Passed by the Board of Directors and sealed with the corporate seal this 12th day of November, 1975.

A.G. Misener
President

S.J. Peck
Secretary

BY-LAW NUMBER TWO

A By-Law respecting the borrowing of money and the issue of securities by Friends of University of Guelph, Incorporated.

Be it enacted by the Directors of Friends of University of Guelph, Incorporated as a Special By-Law of the said Corporation as follows:

The Directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, sell or pledge obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Corporation;
- (d) delegate to such one or more of the officers and Directors of the Corporation as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

Passed by the Directors and sealed with the Corporation's seal this 12th day of November, 1975

A.G. Misener

PRESIDENT

S.J. Peck

SECRETARY